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*Proposed Counsel to Official Committee
of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

BLOCKBUSTER INC., *et al.*

Debtors.

Chapter 11

Case No. 10-14997 (BRL)

(Jointly Administered)

**NOTICE OF APPEARANCE AND
REQUEST FOR SERVICE OF DOCUMENTS**

PLEASE TAKE NOTICE that the attorneys set forth below hereby appear pursuant to section 1109(b) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 9010(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) as proposed counsel for the Official Committee of Unsecured Creditors of Blockbuster Inc., *et al.* (the “Committee”) and hereby request, pursuant to Rules 2002 and 9007 of the Bankruptcy Rules and sections 342 and 1109(b) of the Bankruptcy Code, that copies of all notices and pleadings given or filed in the case be given and served upon:

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PLEASE TAKE FURTHER NOTICE that, pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the Bankruptcy Rules specified above but also includes, without limitation, any notice, application, complaint, demand, motion, petition, pleading or request, whether formal or informal, written or oral, and whether transmitted or conveyed by mail, delivery, telephone, telegraph, telex, or otherwise filed or made with regard to the referenced cases and proceedings therein.

PLEASE TAKE FURTHER NOTICE that neither this Notice of Appearance nor any subsequent appearance, pleading, claim or suit is intended or shall be deemed to waive the Committee's: (i) right to have final orders in non-core matters entered only after *de novo* review by a higher court; (ii) right to trial by jury in any proceeding so triable herein or in any case, controversy or proceeding related hereto; (iii) right to have the reference withdrawn in any matter subject to mandatory or discretionary withdrawal; or (iv) other rights, claims, actions, defenses, setoffs, or recoupment to which the Committee is or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupment expressly are reserved.

[signature on following page]

Dated: October 4, 2010
New York, New York

COOLEY LLP

/s/ Jay R. Indyke

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CERTIFICATE OF SERVICE

I, Seth Van Aalten, hereby certify that on the 4th day of October, 2010, I caused a copy of the foregoing **Notice of Appearance and Request for Service of Papers** to be served upon the Clerk of the United States Bankruptcy Court for the Southern District of New York *via electronic filing*. I further certify that copies of said Notice were also served upon the parties set forth below *via electronic filing notice and regular mail*.

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Stephen Karotkin, Esq.

United States Trustee
33 Whitehall Street
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New York, New York 10004
Attn: Brian Shoichi Masumoto, Esq.

Kurtzman Carson Consultants
2335 Alaska Ave
El Segundo, CA 90245

/s/ Seth Van Aalten
Seth Van Aalten, Esq.